FORM D

AUG 18 2003

OMB NUMBER:

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OMB APPROVAL

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3235-0076 May 31, 2005

FINANCIAL

Estimated average burden hours per response......1.00

Washington, D.C. 20549 FORM D

UNITED STATE

SECURITIES AND EXCHANGE COMMISSION

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	<u> </u>
i	Í	

Name of Offering (check if this is an amendment	ent and name has changed, and indicate change.)			
Series E Convertible Preferred Stock					
Filing Under (Check box(es) that apply): Type of Filing: □ New Filing ■ Amendment	□ Rule 504 □ Rule 505 ■ Rule 506 □	Section 4(6) ☐ ULOE			
	A. BASIC IDENTIFICATION	N DATA			
1. Enter the information requested about the issu	er		- 03030004		
Name of Issuer (□ check if this is an amendment	and name has changed, and indicate change.)				
NitroMed, Inc.					
Address of Executive Offices (Number and	Telephone Nun	Telephone Number (Including Area Code)			
12 Oak Park Drive, Bedford, MA 01730		(781) 275-9700			
Address of Principal Business Operations (if different from Executive Offices)	Telephone Nun	Telephone Number (Including Area Code)			
Brief Description of Business:					
Develops and commercializes Nitric Oxide - e	nhanced medicines.				
Type of Business Organization			specify): PROCESSED AUG 20 2003		
■ corporation	□ limited partnership, already formed	□ other (please	specify):		
□ business trust	□ limited partnership, to be formed		AUG 20 ZUU3		
Actual or Estimated Date of Incorporation or Ore	Month Year $05 92 \blacksquare \text{ Actual} \Box \text{ Est}$	imated	THOMSON		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



2. Enter the information requested for the following:								
 Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 								
 Each executive officer and dir 	 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 							
• Each general and managing pa								
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Loberg, Michael D.								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
c/o NitroMed, Inc., 12 Oak Park Drive,	Bedford, MA (01730						
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Worcel, Manuel								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
c/o NitroMed, Inc., 12 Oak Park Drive,	Padford MA	11730						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)			= Executive Officer		2 Constant und of Francisching Factor			
T " T O)					•			
Letts, L. Gordon Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)					
		•	<i>ac,</i>					
c/o NitroMed, Inc., 12 Oak Park Drive,								
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner			
run Name (Last name mst, ii individuai)								
Grimm, Joseph					<u> </u>			
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)					
c/o NitroMed, Inc., 12 Oak Park Drive,	Bedford, MA ()1730						
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Sabolinski, Michael L.								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
c/o NitroMed, Inc., 12 Oak Park Drive,	Redford MA	11730						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Cahan Bahant								
Cohen, Robert Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
		•						
c/o Memory Pharmaceuticals Corp., 39 Check Box(es) that Apply:				- D'	T.C. I. I. M. and D. I.			
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner			
Tun Name (East name mst, it morridual)								
Karabelas, Jerry	(N) and an and	Start Cir. State 7: C	- 4->					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
c/o Care Capital LLC, Princeton Overl	ook One, Princ	eton, NJ 08540						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Horovitz, Zola								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
30 Philip Drive, Princeton, NJ 08540								

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	□ Executive Officer	Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual))							
Leschly, Mark	AT 1	G:						
Business or Residence Address	(Number and Street, City, State, Zip Code)							
c/o Rho Management, 152 West 57th St	reet. New York.	NY 10019						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)			Z Extensive Officer	Birector	2 Concret und of Fridinging Faither			
,	,							
Littlechild, John								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
c/o HealthCare Ventures, 44 Nassau St	treat 2nd Floor	Dringston NJ 08542						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	Conselland/or Managing Portner			
Full Name (Last name first, if individual)		Beneficial Owner	Li Executive Officer	□ Director	☐ General and/or Managing Partner			
Tun Yume (East name mst, ii marvidua)	,							
Atlas Venture Fund II, L.P.								
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)					
222 D. 11 Ca a C ta 1050 D a	364 00116							
222 Berkley Street, Suite 1950, Boston,								
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual))							
Bank Julius Baer & Co.								
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)					
	·		•		•			
330 Madison Avenue, New York, NY 1	0017							
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual))							
CC/M NitroMed Holdings, L.P.								
Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)					
2 40	(1.0111001 and	Succes, Stry, State, Esp C.	, ,					
c/o Care Capital LLC, Princeton Over	łook One, 100 O	verlook Center & Route	1, Princeton, NJ 08540)				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual))							
GG/OR . IP					•			
CC/Q Partners, L.P. Business or Residence Address	(Number and	Street, City, State, Zip Co	-da)					
Business of Residence Address	(Number and	Succei, City, State, Zip Ci	ode)					
c/o Care Capital LLC, Princeton Over	look One, 100 O	verlook Center & Route	1, Princeton, NJ 08540	1				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual))							
Care Capital Investments II, L.P.								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
c/o Care Capital LLC, Princeton Over	look One. 100 O	verlook Center & Route	1. Princeton, NJ 08540)				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)		- Belieficial Owlier	D Executive Officer	a Director	Conordi and of Francisch Conordinating Farmer			
Tan Pane (2001 hand 1115), it maryladat)	,							
CC NitroMed Holdings, L.P.								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
of Com Contains C. P. 1	11-0- 100 0	beauticals Cont. 0.10	1 Dutanta ST 00540					
c/o Care Capital LLC, Princeton Over Check Box(es) that Apply:					D Consultant/ant/			
	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual))							
HealthCare Ventures III, L.P.								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
	(- ·		· · · · ,					
44 Nassau Street, Second Floor, Prince	ton, NJ 08540							
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual))							
Haddh Cana Wandura IVI I D								
HealthCare Ventures IV, L.P. Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)					
Dustiness of Restrictive Addless	(1401110C) SHO	Such, City, State, Zip Ci	out)					
44 Nassau Street, Second Floor, Prince	ton, NJ 08540							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			

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Full Name (Last name first, if individual)	
HealthCare Ventures V, L.P.	
Business or Residence Address	(Number and Street, City, State, Zip Code)
44 Norman Street Second Floor Deinset	NI 00542
44 Nassau Street, Second Floor, Princet Check Box(es) that Apply:	on, NJ 08543 □ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner
Full Name (Last name first, if individual)	1 Tromoter
HealthCare Ventures VI, L.P. Business or Residence Address	(Number and Street, City, State, Zip Code)
44 Nassau Street, Second Floor, Princet Check Box(es) that Apply:	
Full Name (Last name first, if individual)	□ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner
,	
Johnson & Johnson Development Corp Business or Residence Address	ration (Number and Street, City, State, Zip Code)
Business of Residence Address	(Number and Street, City, State, Zip Code)
One Johnson & Johnson Plaza, WT 403	
Check Box(es) that Apply:	□ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner
Full Name (Last name first, if individual)	
Lombard Odier & Cie	
Business or Residence Address	(Number and Street, City, State, Zip Code)
rue de la Corrateriell, CH-1211 Geneva	11, Switzerland
Check Box(es) that Apply:	□ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner
Full Name (Last name first, if individual)	
Boston Scientific Corporation	
Business or Residence Address	(Number and Street, City, State, Zip Code)
One Destan Calmatth Disco Nation Mat	0.177.0
One Boston Scientific Place, Natick, MA Check Box(es) that Apply:	□ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner
Full Name (Last name first, if individual)	1 Hollotte
Rho Management Trust II Business or Residence Address	(Number and Street, City, State, Zip Code)
152 West 57th Street, New York, NY 100	
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner
Tuli Name (Last hame first, it mulvidual)	
Rho Ventures IV GmbH & Co. Beteilig	
Business or Residence Address	(Number and Street, City, State, Zip Code)
152 West 57th Street, New York, NY 100	19
Check Box(es) that Apply:	□ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner
Full Name (Last name first, if individual)	
Rho Ventures IV (QP), L.P.	
Business or Residence Address	(Number and Street, City, State, Zip Code)
152 West 57th Street, New York, NY 100	19
Check Box(es) that Apply:	□ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner
Full Name (Last name first, if individual)	
Rho Ventures IV, L.P.	
Business or Residence Address	(Number and Street, City, State, Zip Code)
153 W 66th O	
152 West 57 th Street, New York, NY 100 Check Box(es) that Apply:	
Full Name (Last name first, if individual)	□ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner
The Goldman Sachs Fund, L.P. Business or Residence Address	(Number and Street, City, State, Zip Code)
business of Residence Address	(Number and Sueet, City, State, Zip Code)
85 Broad Street, New York, NY 10004	

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				В	. INFORM	ATION AB	OUT OFFE	RING				
1. I	Has the issuer so	ld or does the	iccuer intend	to sell to no	n_accredited	investors in	this offering	2			Yes	No
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.										•		
2. What is the minimum investment that will be accepted from any individual?									\$	n/a		
											Yes	No
	Does the offering		•	•								
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Fuli N None	ame (Last name	first, if individ	dual)									
	ess or Residence	Address (Nun	nher and Stree	ot City State	Zin Code)	····						
Dusine	ess of Residence	Address (14dii	noer and once	i, City, State	, zip code)							
Name	of Associated B	roker or Deale	r									
		T 177	11 1 1 1									
States	in which Person (Check "A	Listed Has So Il States" or ch									All States	
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	ame (Last name											
Busine	ess or Residence	Address (Nu	amber and Str	eet, City, Sta	te, Zip Code)						
Name	of Associated B	roker or Deale	r									
States	in which Person	Listed Has Sc	olicited or Inte	nds to Solici	t Purchasers							
	(Check "A	II States" or ch	eck individua	l States)			• • • • • • • • • • • • • • • • • • • •	•••••			All States	
_ [AI _ [IL _ [M _ [RI] _ [IN] T] _ [NE]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _[ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full N	ame (Last name	first, if individ	iual)	. <u>-</u>				•				
Busine	ess or Residence	Address (Nu	ımber and Str	eet, City, Sta	te, Zip Code)						
	<u> </u>											
Name	of Associated B	roker or Deale	r									•
States	in which Person	Listed Has So	olicited or Inte	nds to Solici	t Purchasers							· · · · · · · · · · · · · · · · · · ·
	(Check "A	II States" or ch	eck individua	l States)							All States	
_ [AL _ [IL _ [M _ [RI] _ [IN] T] _ [NE]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [TX]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>50,914, 959.18</u>	\$ <u>50,914,959.18</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>50,914, 959.18</u>	\$ <u>50,914, 959.18</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	19	\$ <u>50,914, 959.18</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		-
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	0	\$
	Legal Fees	•	\$40,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)	_	\$
			¢ 40,000,00
	Total		\$ <u>40,000.00</u>